

SERFF Tracking Number:	MWSG-128356579	State:	Arkansas
Filing Company:	Transamerica Life Insurance Company	State Tracking Number:	
Company Tracking Number:	AMEND-07 SVF(GRP2)		
TOI:	A03G Group Annuities - Deferred Variable	Sub-TOI:	A03G.002 Flexible Premium
Product Name:	Group Annuity Amendments		
Project Name/Number:	/		

Filing at a Glance

Company: Transamerica Life Insurance Company

Product Name: Group Annuity Amendments SERFF Tr Num: MWSG-128356579 State: Arkansas

TOI: A03G Group Annuities - Deferred Variable SERFF Status: Closed-Approved-Closed State Tr Num:

Sub-TOI: A03G.002 Flexible Premium Co Tr Num: AMEND-07 SVF(GRP2) State Status: Approved-Closed

Filing Type: Form Reviewer(s): Linda Bird
 Authors: June Stracener, Vickie McCarron, Reed Bates Disposition Date: 05/21/2012
 Date Submitted: 05/12/2012 Disposition Status: Approved-Closed

Implementation Date Requested: On Approval Implementation Date:
 State Filing Description:

General Information

Project Name:	Status of Filing in Domicile: Authorized
Project Number:	Date Approved in Domicile: 03/09/2012
Requested Filing Mode: Review & Approval	Domicile Status Comments:
Explanation for Combination/Other:	Market Type: Group
Submission Type: New Submission	Group Market Size: Small and Large
Group Market Type: Employer	Overall Rate Impact:
Filing Status Changed: 05/21/2012	
State Status Changed: 05/21/2012	Deemer Date:
Created By: June Stracener	Submitted By: June Stracener
Corresponding Filing Tracking Number:	
Filing Description:	
TRANSAMERICA LIFE INSURANCE COMPANY (NAIC No. 86231; FEIN No. 39-0989781)	

AMEND-07 SVF(GRP2) Amendment to Contract
 AMEND-07 SAMC(GRP2) Amendment to Contract

SERFF Tracking Number: MWSG-128356579 State: Arkansas
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Company Tracking Number: AMEND-07 SVF(GRP2)
TOI: A03G Group Annuities - Deferred Variable Sub-TOI: A03G.002 Flexible Premium
Product Name: Group Annuity Amendments
Project Name/Number: /

On behalf of our client, Transamerica Life Insurance Company (the "Company"), we are enclosing the above referenced forms for your review and approval.

The Amendments are new and do not replace any forms previously approved by your Department and will be used with existing business for a closed block of business represented by group annuity contract TGP-439-194 previously approved by your Department as identified in the accompanying cover letter.

Amendment AMEND-07 SAMC (GRP2) will also be used to amend the forms identified in the accompanying cover letter which were previously approved by your Department. The only form that is of continued use, is form TGR-022-197, which is issued and reissued when the Contractholder makes a change in the plan's investment options.

Amendment form # AMEND-07 SVF (GRP2) provides for more prompt payment of the Discontinuance Value of the Stable Value Fund and increases the guarantee period for crediting interest from 1 month to 6 months on funds allocated to the General Account Stable Value Fund.

Amendment form # AMEND-07 SAMC (GRP2) renames some of the charges within the subject contracts and riders, and deletes certain references within the schedules. It also deletes references to the suspense account in the contract. Please note, however, that the Company will continue to hold in suspense amounts received from Contractholders for which allocation instructions are incomplete. The enclosed forms have been submitted to Iowa, the domestic state, and are currently pending.

The contracts with which these forms will be used (the "Contracts") are unallocated group annuity contracts issued or to be issued to sponsors of retirement plans intended to qualify under Section 401(a) of the Internal Revenue Code. The enclosed forms contain no unusual or controversial provisions and do not vary from industry standards. The Contracts are issued on a group basis and sold by licensed agents. The Company primarily issued the Contracts to employer groups or to trustees of a fund established by an employer.

There are no required premiums. Contributions allocated to the Contracts are variable and determined by the contribution arrangements between the plan sponsor and participants. Amounts allocated to the Contracts are invested in applicable Separate Accounts offered or in a General Account investment choice which pays a fixed interest rate that is declared semi-annually. There is no minimum or maximum interest rate for the General Account investment. Withdrawals, transfers, benefit payments, and expenses/credits will affect the value of the Separate Accounts and the General Account investment choice.

Monies accumulate for the purpose of making payments at future dates in amounts that are based on established mortality tables. The Separate Account offering capability applies to the accumulation phase of the Contracts. At the direction of the plan sponsor, the lump sum value of accrued benefits is used to provide for the purchase of fixed immediate annuities, but do not provide for the purchase of variable immediate annuities. The value of each investment

<i>SERFF Tracking Number:</i>	<i>MWSG-128356579</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Transamerica Life Insurance Company</i>	<i>State Tracking Number:</i>	
<i>Company Tracking Number:</i>	<i>AMEND-07 SVF(GRP2)</i>		
<i>TOI:</i>	<i>A03G Group Annuities - Deferred Variable</i>	<i>Sub-TOI:</i>	<i>A03G.002 Flexible Premium</i>
<i>Product Name:</i>	<i>Group Annuity Amendments</i>		
<i>Project Name/Number:</i>	<i>/</i>		

account established is directly related to the investment results of the applicable separate account. The assets in each investment account will be invested in units of the applicable separate account. Therefore, the value of each investment account will be affected by the investment income and market changes affecting the applicable separate account. As a result, the value of the investment accounts are subject to variations, both up and down and such value is not guaranteed as to fixed dollar amount.

This product is not registered with the SEC. Since the product is issued only to retirement plans qualified under Internal Revenue Code Section 401(a) or governmental plans maintained for the exclusive benefit of the participants and beneficiaries, it is exempt from registration in accordance with Section 3(a)(2) of the Securities Act of 1933.

The only variable text within each amendment is the Plan name and the Contract Number, which are identified with [brackets].

State Narrative:

Company and Contact

Filing Contact Information

Doak Foster, Attorney	dfoster@mwlaw.com
425 West Capitol Avenue	501-688-8841 [Phone]
Suite 1800	501-688-8807 [FAX]
Little Rock, AR 72201-3525	

Filing Company Information

(This filing was made by a third party - MWSGW01)

Transamerica Life Insurance Company	CoCode: 86231	State of Domicile: Iowa
4333 Edgewood Road NE	Group Code: 468	Company Type: Life Insurer
Cedar Rapids, IA 52499	Group Name: AEGON USA Inc.	State ID Number:
(319) 355-8511 ext. [Phone]	FEIN Number: 39-0989781	

Filing Fees

Fee Required?	Yes
Fee Amount:	\$100.00
Retaliatory?	No
Fee Explanation:	Arkansas charges \$ 50/form. There are 2 forms included in this filing. The fees charged by Iowa, the domestic state, are strictly retaliatory.
Per Company:	No

SERFF Tracking Number: *MWSG-128356579* *State:* *Arkansas*
Filing Company: *Transamerica Life Insurance Company* *State Tracking Number:*
Company Tracking Number: *AMEND-07 SVF(GRP2)*
TOI: *A03G Group Annuities - Deferred Variable* *Sub-TOI:* *A03G.002 Flexible Premium*
Product Name: *Group Annuity Amendments*
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COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Transamerica Life Insurance Company	\$100.00	05/12/2012	59132346

SERFF Tracking Number:	MWSG-128356579	State:	Arkansas
Filing Company:	Transamerica Life Insurance Company	State Tracking Number:	
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TOI:	A03G Group Annuities - Deferred Variable	Sub-TOI:	A03G.002 Flexible Premium
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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	05/21/2012	05/21/2012

<i>SERFF Tracking Number:</i>	<i>MWSG-128356579</i>	<i>State:</i>	<i>Arkansas</i>
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<i>Project Name/Number:</i>	<i>/</i>		

Disposition

Disposition Date: 05/21/2012

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: *MWSG-128356579* *State:* *Arkansas*
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Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		Yes
Supporting Document	Application		No
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Authorization Letter		Yes
Supporting Document	Cover Letter dated 5-12-12		Yes
Form	Amendment to Contract		Yes
Form	Amendment to Contract		Yes

SERFF Tracking Number: MWSG-128356579 State: Arkansas

Filing Company: Transamerica Life Insurance Company State Tracking Number:

Company Tracking Number: AMEND-07 SVF(GRP2)

TOI: A03G Group Annuities - Deferred Variable Sub-TOI: A03G.002 Flexible Premium

Product Name: Group Annuity Amendments

Project Name/Number: /

Form Schedule

Lead Form Number: AMEND-07 SAMC(GRP2)

Schedule Item Status	Form Number	Form Type Form Name	Action	Action Specific Data	Readability	Attachment
	AMEND-07 SAMC(GRP2)	Policy/Cont Amendment to ract/Fratern Contract al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0.000	Amendment AMEND-07 SAMC(GRP2) .pdf
	AMEND-07 SVF(GRP2)	Policy/Cont Amendment to ract/Fratern Contract al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0.000	Amendment AMEND-07 SVF(GRP2) -- 4-10-12.pdf

Transamerica Life Insurance Company

A Stock Company

Home Office: 4333 Edgewood Road NE, Cedar Rapids, IA, 52499

Administrative Office: 1150 South Olive Street, Los Angeles, CA 90015

Amendment to Contract/Investment Account Rider/Rider-Separate Accounts/Appendix

Amendment Effective Date: [Month/Day/Year]

Contract Number: [999999] **Plan Name:** [ABC Retirement Plan]

The Contract and any Investment Account Rider; and/or any Rider-Separate Accounts and/or any Appendix ("Contract Documents") attached to the Contract for the Contract Number listed above is amended as follows:

1. The term "Investment Management Charge", or Investment Management Fee", as applicable, is deleted from each place it appears in the Contract Documents and in each such instance the term "Separate Account Maintenance Charge" is substituted in its place.
2. For Contractholders who have been issued a "Rider-Separate Accounts," the phrase "Schedule of Separate Accounts, Investment Management Charges, and Administrative Charges" is deleted from each place it appears and in each such instance the term "Schedule of Separate Accounts" is substituted in its place.
3. Any reference to Separate Account fee reimbursements and related information about such fee reimbursements in the Contract Documents are deleted from each place such reference appears. For Contractholders who have been issued a "Rider-Separate Accounts," within the Schedule of Separate Accounts, previously captioned as the "Schedule of Separate Accounts, Investment Management Charges, and Administrative Charges," columns C, D and E, if applicable, are deleted. Transamerica will continue to reflect the applicable Separate Account Maintenance Charges (previously known as Investment Management Charges) and the applicable Administrative Charges within the Contract Documents.
4. If applicable, any provision providing for a Suspense Account and references to the Suspense Account within the Contract Documents are deleted.

This Amendment is part of the Contract Documents as of the Amendment Effective Date and shall not otherwise change, alter or amend the Contract Documents except as stated herein.

Signed by Transamerica Life Insurance Company on the Amendment Effective Date.



Brenda Clancy, President



Craig D. Vermie, Secretary

Transamerica Life Insurance Company

A Stock Company

Home Office: 4333 Edgewood Road NE, Cedar Rapids, IA, 52499

Administrative Office: 1150 South Olive Street, Los Angeles, CA 90015

Amendment to Contract

Amendment Effective Date: [Month/Day/Year]

Contract Number:[999999] **Plan Name:** [ABC Retirement Plan]

The Contract for the Contract number listed above is amended as provided in this Amendment.

For the purposes of crediting interest to the General Account Stable Value Fund, the following provision will control:

Crediting of Interest to the General Account Stable Value Fund. Transamerica guarantees a credited rate of interest on the amounts allocated to the General Account Stable Value Fund. On a semi-annual basis Transamerica declares a guaranteed credited rate that shall apply for a six month period. Transamerica will declare a guaranteed credited rate of interest at six month intervals and at least 45 days in advance of the date the new rate becomes effective. The guaranteed rate of interest shall not change during the six month period for which it is effective. There is no minimum guaranteed interest rate under the Contract for the Stable Value Fund. Interest is credited daily, based on its beginning daily balance, at a rate of interest, which is the daily equivalent of the applicable effective annual rate of interest established.

For the purposes of administering total and partial discontinuance for Contract Accounts established under the Contract currently or for Contract Accounts established in the future as directed by the Contractholder, the following provisions will control for:

1. Contractholder requested withdrawals resulting from total and partial discontinuances; and
2. Contractholder Transfers from the General Account Stable Value Fund to other investment choices under the contract.

Payment of Contract Discontinuance Value. Subject to the terms of the Contract, upon total discontinuance or partial discontinuance, the value of Contract Accounts is paid as follows:

1. **Separate Account stable value products.** The trustees for underlying investments of Separate Account stable value products (not part of Transamerica's General Account), often require 12 months advance notice for withdrawals made as a result of discontinuance unless an earlier withdrawal is approved by the trustee of the underlying investment. The trustee of the underlying investment may have authority to delay payments for a longer period in extraordinary market conditions. Earlier withdrawal may be approved if the trustee of the underlying investment determines that such withdrawal is not detrimental to the best interest of the underlying investment. Upon Advanced Notice of discontinuance, we will give the trustee of the underlying investment advance notice of the withdrawal associated with the discontinuance. The discontinuance payment will be withdrawn on the date permitted by the underlying investment; either at the end of the 12-month notice period or such earlier date as may be allowed for by the trustee of the underlying investment.
2. **Contract Accounts other than the General Account Stable Value Fund and Separate Account stable value products.** Except for the General Account Stable Value Fund described in the Contract, and/or any Separate Account stable value products, the value of Contract Accounts will be paid within 10 Business Days after Advance Notice of total or partial discontinuance is received. Such value will be calculated on the day before the payment is made.
3. **General Account Stable Value Fund.** Withdrawals from the General Account Stable Value Fund resulting from total or partial discontinuance will be paid within 30 days from the day we receive Advance Notice of discontinuance. Such value will be calculated on the day before the payment is made. Payments under this provision are subject to the Deferral of Payment or Transfer of General Account Stable Value Fund provision below.

4. **Contractholder's Direction to Transfer Assets of the General Account Stable Value Fund.** The value calculated for transfers from the General Account Stable Value Fund, resulting from the Contractholder directing Transamerica to transfer all or portions of the General Account Stable Value Fund assets to another Contract Account available under the Contract, will be subject to a hold period of up to 270 Business Days after direction is received by us from the Contractholder. If Transamerica declares a guaranteed credited rate that is reduced from the guaranteed credited rate then in effect at the time direction is received by us, such transfer shall be executed within 30 days of the day we receive the transfer request. Transfers under this provision are subject to the Deferral of Payment or Transfer of General Account Stable Value Fund provision below.
5. **Deferral of Payment or Transfer of General Account Stable Value Fund.** For the General Account Stable Value Fund, if Transamerica incurs withdrawals and/or receives withdrawal requests equal to or greater than either:
- a. [1%-20%] of the total assets of all General Account Stable Value Funds and similar-type fixed dollar General Accounts established in the Transamerica Retirement Services division of Transamerica ("TRS Stable Value Accounts") during any consecutive [1-6]-month period, or
 - b. [1%-50%] of the total assets of all TRS Stable Value Accounts during any consecutive [6-12]-month period,

and such withdrawals would materially adversely affect the financial condition of the TRS Stable Value Accounts, in Transamerica's reasonable judgment, Transamerica may delay payments and transfers of such assets for all contractholders for up to 12 months (the "Delay Period").

During the Delay Period, withdrawals resulting from total or partial discontinuances and requests to remove and transfer General Account Stable Value Fund assets to another Contract Account, will be delayed for all contractholders invested in the General Account Stable Value Fund until the end of the Delay Period. The Delay Period will be administered on a non-discriminatory basis and will begin for all contractholders invested in the General Account Stable Value Fund on a date specified by Transamerica and end for all contractholders invested in the General Account Stable Value Fund on a subsequent date specified by Transamerica, but no later than 12 months after the start date. If any contractholder selects the General Account Stable Value Fund as a Contract Account after a Delay Period has commenced, such contractholder will be subject to the Delay Period from the date the contractholder selects the General account Stable Value Fund until Transamerica declares that the Delay Period has ended for all contractholders. The Delay Period will not be applied to any transfer or withdrawal requests made within 30 days of our announcement to decrease the six-month guaranteed interest rate for the General Account Stable Value Fund. Transamerica will not reduce the guaranteed interest rate during the Delay Period.

The Contractholder may reject this Amendment in writing at any time prior to the Amendment Effective Date. Absent a rejection prior to the Effective Date, the Contractholder's acceptance of this Amendment, continued deposits to the Contract, or any other Contractholder actions that exercise rights under the Contract shall be construed by Transamerica to indicate consent. Transamerica shall use a similar advance notice process for the delivery of any future amendments and shall construe Contractholder acceptance of any such proposal by similar means. On that basis, the Contract is amended as of the Amendment Effective Date as described above.

This Amendment is part of the Contract as of the Amendment Effective Date and shall not otherwise change, alter or amend the Contract except as stated herein.

Signed by Transamerica Life Insurance Company on the Amendment Effective Date.



Brenda Clancy, President



Craig D. Vermie, Secretary

SERFF Tracking Number: MWSG-128356579 State: Arkansas
 Filing Company: Transamerica Life Insurance Company State Tracking Number:
 Company Tracking Number: AMEND-07 SVF(GRP2)
 TOI: A03G Group Annuities - Deferred Variable Sub-TOI: A03G.002 Flexible Premium
 Product Name: Group Annuity Amendments
 Project Name/Number: /

Supporting Document Schedules

	Item Status:	Status Date:
Satisfied - Item: Flesch Certification Comments: Pursuant to Ark. Code Ann. 23-80-204(b)(3), a Flesch score certification is not being provided as the base contract with which these forms will be used serves as a funding vehicle for pension, profit-sharing or deferred compensation plans. Attachment: AR Certificate of Compliance.pdf		
Bypassed - Item: Application Bypass Reason: N/A. This filing consists solely of 2 amendments. Comments:		
Bypassed - Item: Life & Annuity - Acturial Memo Bypass Reason: N/A. The enclosed amendments do not require the submission of an actuarial memorandum or actuarial support. Comments:		
Satisfied - Item: Authorization Letter Comments: Attachment: Authorization Letter.pdf		
Satisfied - Item: Cover Letter dated 5-12-12		

SERFF Tracking Number: *MWSG-128356579* *State:* *Arkansas*
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Project Name/Number: */*

Comments:

Attachment:

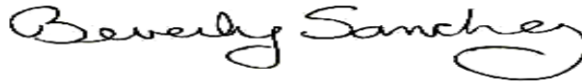
AR Cover Letter dated 5-12-12.pdf

CERTIFICATION

I, Beverly Sanchez, Associate Vice President, Product Development Group, of Transamerica Life Insurance Company, do hereby certify that the forms identified below comply with:

- Arkansas Rule and Regulation 19, Unfair Sex Discrimination in the Sale of Insurance.
- Arkansas Rule and Regulation 49, Life and Health Insurance Guaranty Association Notices.
- Arkansas Code Annotated § 23-79-138 as provided for in Bulletin 11-88, Consumer Information Notice.
-

TRANSAMERICA LIFE INSURANCE COMPANY



Beverly Sanchez
Associate Vice President, Product Development Group

Date: May 11, 2012

Name of Form

Amendment to Contract
Amendment to Contract

Form Number

AMEND-07 SVF(GRP2)
AMEND-07 SAMC(GRP2)

Transamerica Life Insurance Company

A Stock Company

Home Office: 4333 Edgewood Road NE. Cedar Rapids, IA 52499

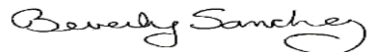
Administrative Office: 1150 South Olive Street, Los Angeles, CA 90015

January 6, 2012

INSURANCE COMMISSIONER

This letter, or a copy thereof, will authorize Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. to represent Transamerica Life Insurance Company in any matters related to the submission of policy forms to your state.

Very truly yours,

A handwritten signature in cursive script that reads "Beverly Sanchez".

Beverly Sanchez
Associate Vice President
Product Development Group
Transamerica Life Insurance Company

MITCHELL || WILLIAMS

Doak Foster
Direct Dial: 501-688-8841
Fax: 501-918-7841
E-mail: dfoster@mwlaw.com

425 West Capitol Avenue, Suite 1800
Little Rock, Arkansas 72201-3525
Telephone: 501-688-8800
Fax: 501-688-8807

May 12, 2012

The Honorable Jay Bradford
Commissioner of Insurance
Arkansas Insurance Department
1200 West 3rd Street
Little Rock, AR 72201-1904

Attn: Ms. Linda Bird

RE: **TRANSAMERICA LIFE INSURANCE COMPANY**
(NAIC No. 86231; FEIN No. 39-0989781)
AMEND-07 SVF(GRP2) Amendment to Contract
AMEND-07 SAMC(GRP2) Amendment to Contract

SERFF Tracking No. MWSG-128356579

Dear Commissioner Bradford:

On behalf of our client, Transamerica Life Insurance Company (the "Company"), we are enclosing the above referenced forms for your review and approval. Also enclosed are the following:

1. The Company's letter authorizing Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. to make this filing on the Company's behalf.
2. The filing fee of \$100.00, which represents a fee of \$50.00 per form, is being submitted via EFT.
3. A Certification of Compliance.
4. Pursuant to Ark. Code Ann. § 23-80-204(b)(3), a Flesch score certification is not being provided as the base contract with which these forms will be used serves as a funding vehicle for pension, profit-sharing or deferred compensation plans.

The Amendments are new and do not replace any forms previously approved by your Department and will be used with existing business for a **closed block of business** represented by group annuity contract TGP-439-194 previously approved by your Department on April 5, 1994.

Amendment AMEND-07 SAMC (GRP2) will also be used to amend the following forms approved by your Department as shown below. The only form that is of continued use, is form

TGR-022-197, which is issued and reissued when the Contractholder makes a change in the plan's investment options.

<u>PREVIOUSLY APPROVED FORM</u>	<u>DESCRIPTION</u>	<u>APPROVAL DATE</u>
TGR-022-197	Rider Separate Accounts Pages 1-6	11/17/1997
TGR-021-194	Diversified Investment Account Rider	12/27/1994
TGP-416-192(DIV)	Diversified Investment Endorsement	12/27/1994
TGP-430-192(Div)	Diversified Investment Endorsement	12/27/1994
TGP-416-194 (PEA)	Protected Equity Account Endorsement	2/21/1996
TGP-430-194 (PEA)	Protected Equity Account Endorsement	2/21/1996
TGP-430-192(T-BAL)	Appendix 1 Balance Investment	5/17/1993
TGR-019-193	Balanced Investment Account Rider	5/17/1993
TGP-416-192(T-BAL)	Appendix 1 Balance Investment Account Rider	5/17/1993
TGR-005-192	Bond Fund Investment Account Rider	1/20/1993
TGR-010-192	Cash Management Fund Investment Account Rider	1/20/1993
TGR-011-192	Equity Investment Account Rider	1/20/1993
TGR-014-192	High Yield Bond Investment Account Rider	1/20/1993
TGR-015-292	Equity Investment Account Rider	1/20/1993
TGR-017-392	Government Fund Investment Account Rider	1/20/1993

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There are no required premiums. Contributions allocated to the Contracts are variable and determined by the contribution arrangements between the plan sponsor and participants.

Amounts allocated to the Contracts are invested in applicable Separate Accounts offered or in a General Account investment choice which pays a fixed interest rate that is declared semi-annually. There is no minimum or maximum interest rate for the General Account investment. Withdrawals, transfers, benefit payments, and expenses/credits will affect the value of the Separate Accounts and the General Account investment choice.

Monies accumulate for the purpose of making payments at future dates in amounts that are based on established mortality tables. The Separate Account offering capability applies to the accumulation phase of the Contracts. At the direction of the plan sponsor, the lump sum value of accrued benefits is used to provide for the purchase of fixed immediate annuities, but do not provide for the purchase of variable immediate annuities. The value of each investment account established is directly related to the investment results of the applicable separate account. The assets in each investment account will be invested in units of the applicable separate account. Therefore, the value of each investment account will be affected by the investment income and market changes affecting the applicable separate account. As a result, the value of the investment accounts are subject to variations, both up and down and such value is not guaranteed as to fixed dollar amount.

This product is not registered with the SEC. Since the product is issued only to retirement plans qualified under Internal Revenue Code Section 401(a) or governmental plans maintained for the exclusive benefit of the participants and beneficiaries, it is exempt from registration in accordance with Section 3(a)(2) of the Securities Act of 1933.

The only variable text within each amendment is the Plan name and the Contract Number, which are identified with [brackets].

To the best of the Company's knowledge, information and belief, the forms submitted herewith are in compliance in all respects with the provisions of the insurance laws, rules and regulations of your state and such forms contain no provisions previously disapproved by your Department.

The text of all forms is in final print. The Company reserves the right to change the appearance and pagination but not the text of these forms to comply with future changes in print systems. No font will be less than a 10-point font size. The Company also reserves the right to change the color and/or weight of the paper on which these forms are printed and to correct typographical errors without refiling.

The Honorable Jay Bradford
May 12, 2012
Page 4

If you have any questions or need anything further to expedite the review and approval of this filing, please contact me at (501) 688-8841 or my paralegal, June Stracener in our Rogers office, at (479) 464-5668. Thank you for your assistance in this matter.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.



By

Doak Foster

DF:bjs
Enclosures